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RECORDATION NO. 19649-B FILED

November 3, 1998 NOV 4 '98

1:53 PM

Dear Mr. Williams:

On behalf of Mellon Leasing Corporation and General Electric Railcar Services Corporation, I submit for filing and recording under 49 U.S.C. Section 11301(a), an executed, not previously recorded document entitled Amendment to Memorandum of Equipment Lease, dated August 10, 1998. This document amends a Memorandum of Equipment Lease previously filed with the predecessor of the Surface Transportation Board on October 4, 1995, and given Recordation Number 19649.

The parties to the enclosed Amendment to Memorandum of Equipment Lease are:

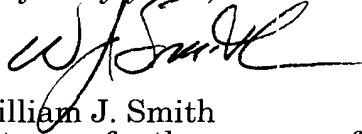
General Electric Railcar Services Corporation -- Lessee

Mellon Leasing Corporation -- Lessor

Enclosed is \$26.00 cash in payment of the filing fees in this matter.

Once the filing has been made, please return to us the stamped Amendment to Memorandum of Equipment Lease, together with the fee receipt, a letter from the STB acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



William J. Smith
Attorney for the purpose of this filing
for Mellon Leasing Corporation and
General Electric Railcar Services
Corporation

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Enclosures
BY HAND

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/4/98

William J. Smith
Reed Smith Shaw & McClay LLP
435 Sixth Avenue
Pittsburgh, PA., 15219-1886

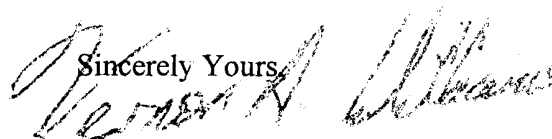
Dear Sir: Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/4/98 at 1:53PM , and

assigned recordation number(s). 19649-B.

Sincerely Yours,

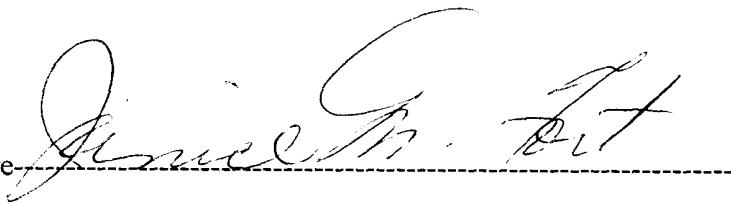


Vernon A. Williams

Enclosure(s)
26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



AMENDMENT TO MEMORANDUM OF EQUIPMENT LEASE 1-53 PM

WHEREAS, a Memorandum of Equipment Lease was filed with the predecessor of the Surface Transportation Board on October 4, 1995, and assigned Recordation No. 19649; and

WHEREAS, said Memorandum of Equipment Lease evidenced a Master Lease Agreement, dated as of September 1, 1995, and Equipment Lease Schedule No. 1, dated September 29, 1995 (together, the "**Lease**"), between Mellon Financial Services Corporation #3, a Pennsylvania corporation, having its principal office at One Mellon Bank Center, Suite 4444, Pittsburgh, PA 15258 ("**Mellon**"), as Lessor, and Kyle Railroad Company, 3rd and Railroad Avenue, Phillipsburg, Kansas 67661, as Lessee ("**Lessee**"), for the purpose of satisfying the requirements of recordation under Section 11303 of Title 49 of the United States Code; and

WHEREAS, Mellon has changed its name to Mellon Leasing Corporation; and

WHEREAS, the rights and obligations of Lessee under the Lease have been assigned to and assumed by General Electric Railcar Services Corporation pursuant to a Lease Amendment, dated June 1, 1998.

NOW, THEREFORE, the foregoing Memorandum of Lease is hereby amended to change the name of the Lessor to "Mellon Leasing Corporation", the name of the Lessee to "General Electric Railcar Services Corporation", and the address of the Lessee to "33 West Monroe Street, 24th Floor, Chicago, IL 60603, Attention: General Counsel".

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Amendment to Memorandum of Lease as of August 10, 1998.

Lessor:
MELLON LEASING CORPORATION

Lessee:
**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: Lily A. Dastur
Lily A. Dastur
Vice President

By: [Signature]

Commonwealth of Pennsylvania)
) S.S.
County of Allegheny)

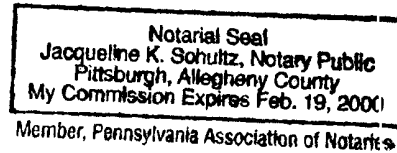
On this 20th day of August 1998, before me personally appeared Lily A. Dastur, to me personally known, who being by me duly sworn, says that she is a Vice President of Mellon Leasing Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jacqueline K. Schultzy
NOTARY PUBLIC

My Commission Expires:

February 19, 2000

[Notarial Seal]



State of Illinois

)

) S.S

County of Cook

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On this 28th day of August 1998, before me personally appeared Gregory Taylor, to me personally known, who being by me duly sworn, says that s/he is a Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ricki Knapp

NOTARY PUBLIC

My Commission Expires:

10/6/01

[Notarial Seal]

